

ASSIGNMENT AND ASSUMPTION AGREEMENT, dated as of July 26, 1994, between ACF RAILCAR ACQUISITION CORPORATION, a Delaware corporation (the "Transferor"), and ACF INDUSTRIES, INCORPORATED, a New Jersey corporation (the "Transferee"). Capitalized terms used but not otherwise defined herein shall have the respective meanings ascribed to them in the Asset Transfer Agreement (as defined below).

WHEREAS: the Transferee and the Transferor have entered into an Asset Transfer Agreement, dated as of the date hereof (the "Asset Transfer Agreement"), in connection with the sale of, among other things, the special purpose covered hopper and tank railcars described on Schedule 1 (the "Equipment"), subject to the Leases (as defined below), from the Transferor to the Transferee for consideration in the amount and on the terms and conditions provided in the Asset Transfer Agreement; and

WHEREAS: the parties now desire to carry out the intent and purpose of the Asset Transfer Agreement by, among other things, the parties' execution and delivery of this instrument evidencing the assignment by the Transferor of all of its rights, title and interest in and to the Leases (as defined below) to the extent they relate to the Equipment to the Transferee and the assumption by the Transferee of all of the Transferor's obligations under the Leases to the same extent.

NOW, THEREFORE, in consideration of the premises and of other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, the parties hereby agree as follows:

1. For purposes of this Agreement, "Leases" means all current leases of any one or more railcars included in the Equipment and all other contracts for use of any one or more railcars included in the Equipment more specifically described on Schedule 1, including, without limitation, all extensions, renewals, supplements and modifications of any of the foregoing. If any of the Leases (including, without limitation, any master lease) shall include both Equipment and railcars not part of the Equipment, then such Leases shall be subject to this Agreement only to the extent they cover Equipment; and for purposes of this Agreement, the term Lease shall mean a lease (including without limitation, the provisions of any master lease) only insofar as such lease applies to Equipment subject to this Agreement.

2. Effective as of the date hereof, the Transferor hereby sells, transfers, assigns, conveys, grants and sets over to the Transferee, its successors and assigns forever, all of the Transferor's rights, title and interest as of such date in and to the Leases, as fully and entirely as the same would have been held and enjoyed by the Transferor as if this assignment had not been made.

3. Effective as of the date hereof, the Transferee accepts, assumes, takes over and succeeds to all of the Transferor's rights, title and interest as of such date in and to the Leases, and the Transferee hereby covenants and agrees to discharge, perform and

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INTERSTATE COMMISSION ON PUBLIC UTILITIES

comply with, and to be bound by, all the terms, conditions, provisions, obligations, covenants and duties of the Transferor under the Leases (but only to the extent it relates to the period from and after the date hereof), as if the Transferee were an original party thereto.

4. The Transferor hereby covenants and agrees that, at any time and from time to time after the date hereof, at the request and expense of the Transferee, the Transferor will promptly and duly execute and deliver, or cause to be executed and delivered, to the Transferee all such further instruments and take all such further action as may be reasonably requested by the Transferee to more effectively sell, transfer, assign, convey, grant and set over the Leases to the Transferee.

5. The Transferee hereby covenants and agrees that, at the request and expense of the Transferor, it will hereafter execute any further assumptions or instruments of transfer or conveyance as may be reasonably requested by the Transferor to assume the Leases or to release the Transferor and its affiliates from their obligations under or on account of the Leases so long as such release will not prejudice the Transferee's rights, title and interest in and to the Leases.

6. This instrument shall be binding upon the Transferee and the Transferor, their respective successors and assigns, for the use and purposes set forth and referred to herein, effective as of the date hereof.

7. THIS AGREEMENT SHALL BE GOVERNED BY AND CONSTRUED IN ACCORDANCE WITH THE LAWS OF THE STATE OF NEW YORK.

IN WITNESS WHEREOF, the parties hereto have caused this Assignment and Assumption Agreement to be executed in Earth City, Missouri, by their duly authorized officers as of this 19th day of July, 1994.

ACF RAILCAR ACQUISITION CORPORATION

By: Umesh Choksi
Name: Umesh Choksi
Title: President

ACF INDUSTRIES, INCORPORATED

By: J.C. Bates
Name: James C. Bates
Title: Vice President & Chief Financial Officer

STATE OF MISSOURI)
) ss.:
COUNTY OF ST. LOUIS)

On this 19th day of July, 1994, before me, personally appeared Umesh Choksi to me personally known, who being by me duly sworn, says that he resides at St. Louis, Missouri and is President of ACF Railcar Acquisition Corporation, that said instrument was signed on the date hereof on behalf of said corporation by authority of its Board of Directors; and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

Julie K. Weiland
Notary Public
JULIE K. WEILAND
NOTARY PUBLIC - STATE OF MISSOURI
JEFFERSON COUNTY
MY COMMISSION EXPIRES MAY 25, 1996

STATE OF MISSOURI)
) ss.:
COUNTY OF ST. LOUIS)

On this 19th day of July, 1994, before me, personally appeared James C. Bates to me personally known, who being by me duly sworn, says that he resides at St. Louis, Missouri and is Vice President & Chief Financial Officer of ACF Industries, Incorporated, that said instrument was signed on the date hereof on behalf of said corporation by authority of its Board of Directors; and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

Julie K. Weiland
Notary Public
JULIE K. WEILAND
NOTARY PUBLIC - STATE OF MISSOURI
JEFFERSON COUNTY
MY COMMISSION EXPIRES MAY 25, 1996

ACFX	45739	ACFX	45740	ACFX	45741	ACFX	45742	ACFX	45749
ACFX	45750	ACFX	45751	ACFX	45752	ACFX	45753	ACFX	45754
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ACFX	69008	ACFX	69009	ACFX	69010	ACFX	69011	ACFX	69012

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ACFX 69013	ACFX 69014	ACFX 69015	ACFX 69016	ACFX 69017
ACFX 69018	ACFX 69019	ACFX 69020	ACFX 69021	ACFX 69022
ACFX 69023	ACFX 69024	ACFX 69025	ACFX 69026	ACFX 69027
ACFX 69028	ACFX 69029	ACFX 69030	ACFX 69031	ACFX 69032
ACFX 69033	ACFX 69034	ACFX 69035	ACFX 69036	ACFX 69037
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ACFX 69043	ACFX 69044	ACFX 69045	ACFX 69046	ACFX 69047
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ACFX 94905	ACFX 94906	ACFX 94907	ACFX 94908	ACFX 94909
ACFX 94910	ACFX 94911	ACFX 94912	ACFX 94913	ACFX 94914
ACFX 94915	ACFX 94916	ACFX 94917	ACFX 94918	

TOTAL CARS 344

LESSEE CODE	LESSEE	CONTRACT/ RIDER	CAR. IDENT	YEAR BUILT	TYPE OF CAR	EFFECTIVE DATE	LEASE EXPIRATION DATE	TOTAL CARS
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			ACFX 68876	H 1993	07/01/1993	06/30/1998		
			ACFX 68877	H 1993	07/01/1993	06/30/1998		
			ACFX 68878	H 1993	07/01/1993	06/30/1998		
			ACFX 68879	H 1993	07/01/1993	06/30/1998		
			ACFX 68880	H 1993	07/01/1993	06/30/1998		
			ACFX 68881	H 1993	07/01/1993	06/30/1998		
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			ACFX 68884	H 1993	07/01/1993	06/30/1998		
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			ACFX 68891	H 1993	07/01/1993	06/30/1998		
			ACFX 68892	H 1993	07/01/1993	06/30/1998		
			ACFX 68893	H 1993	07/01/1993	06/30/1998		
			ACFX 68894	H 1993	07/01/1993	06/30/1998		
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			ACFX 68898	H 1993	07/01/1993	06/30/1998		
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			ACFX 68901	H 1993	07/01/1993	06/30/1998		
			ACFX 68902	H 1993	07/01/1993	06/30/1998		
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			ACFX 68912	H 1993	07/01/1993	06/30/1998		
			ACFX 68913	H 1993	07/01/1993	06/30/1998		
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			ACFX 68922	H 1993	07/01/1993	06/30/1998		
			ACFX 68923	H 1993	07/01/1993	06/30/1998		

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LESSEE CODE	LESSEE NAME	CONTRACT/ RIDER	CAR IDEN#	TYPE OF CAR	YEAR BUILT	LEASE EFFECTIVE DATE	LEASE EXPIRATION DATE	LEASE TOTAL CARS
0018	FINA OIL AND CHEMICAL COMPANY	58570028	ACFX 68924	H	1993	07/01/1993	06/30/1998	50
0018	FINA OIL AND CHEMICAL COMPANY	58570028						
0018	FINA OIL AND CHEMICAL COMPANY	58570033	ACFX 68979	H	1993	10/01/1993	09/30/1998	
		ACFX 68980	H	1993	10/01/1993	09/30/1998		
		ACFX 68981	H	1993	10/01/1993	09/30/1998		
		ACFX 68982	H	1993	10/01/1993	09/30/1998		
		ACFX 68983	H	1993	10/01/1993	09/30/1998		
		ACFX 68984	H	1993	10/01/1993	09/30/1998		
		ACFX 68985	H	1993	10/01/1993	09/30/1998		
		ACFX 68986	H	1993	10/01/1993	09/30/1998		
		ACFX 68987	H	1993	10/01/1993	09/30/1998		
		ACFX 68988	H	1993	10/01/1993	09/30/1998		
		ACFX 68989	H	1993	10/01/1993	09/30/1998		
		ACFX 68990	H	1993	10/01/1993	09/30/1998		
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		ACFX 68992	H	1993	10/01/1993	09/30/1998		
		ACFX 68993	H	1993	10/01/1993	09/30/1998		
		ACFX 68994	H	1993	10/01/1993	09/30/1998		
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		ACFX 68998	H	1993	10/01/1993	09/30/1998		
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		ACFX 69002	H	1993	10/01/1993	09/30/1998		
		ACFX 69003	H	1993	10/01/1993	09/30/1998		
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		ACFX 69008	H	1993	10/01/1993	09/30/1998		
		ACFX 69009	H	1993	10/01/1993	09/30/1998		
		ACFX 69010	H	1993	10/01/1993	09/30/1998		
		ACFX 69011	H	1993	10/01/1993	09/30/1998		
		ACFX 69012	H	1993	10/01/1993	09/30/1998		
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		ACFX 69016	H	1993	10/01/1993	09/30/1998		
		ACFX 69017	H	1993	10/01/1993	09/30/1998		
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		ACFX 69021	H	1993	10/01/1993	09/30/1998		
		ACFX 69022	H	1993	10/01/1993	09/30/1998		
		ACFX 69023	H	1993	10/01/1993	09/30/1998		
		ACFX 69024	H	1993	10/01/1993	09/30/1998		

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001B FINA OIL AND CHEMICAL COMPANY

CONTRACT / RIDER	CAR IDENT	TYPE OF CAR	YEAR BUILT	LEASE DATE	EFFECTIVE DATE	EXPIRATION DATE	TOTAL CARS
58570033	ACFX 69025	H	1993	10/01/1993	09/30/1998		
	ACFX 69026	H	1993	10/01/1993	09/30/1998		
	ACFX 69027	H	1993	10/01/1993	09/30/1998		
	ACFX 69028	H	1993	10/01/1993	09/30/1998		
	ACFX 69029	H	1993	10/01/1993	09/30/1998		
	ACFX 69030	H	1993	10/01/1993	09/30/1998		
	ACFX 69031	H	1993	10/01/1993	09/30/1998		
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	ACFX 69042	H	1993	10/01/1993	09/30/1998		
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LESSEE CODE	LESSEE	CONTRACT/RIDER	CAR IDENT	TYPE OF CAR	YEAR BUILT	LEASE EFFECTIVE DATE	LEASE EXPIRATION DATE	TOTAL CARS
0018	FINA OIL AND CHEMICAL COMPANY	58570033	ACFX 69074	H	1993	10/01/1993	09/30/1998	
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			ACFX 69077	H	1993	10/01/1993	09/30/1998	
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0018	FINA OIL AND CHEMICAL COMPANY	58570033						100
0018	FINA OIL AND CHEMICAL COMPANY							150
0018								150
0362	MONSANTO COMPANY	5846	ACFX 94891	I	1993	01/01/1994	12/31/1998	
			ACFX 94892	I	1993	01/01/1994	12/31/1998	
			ACFX 94893	I	1993	01/01/1994	12/31/1998	
			ACFX 94894	I	1993	01/01/1994	12/31/1998	
			ACFX 94895	I	1993	01/01/1994	12/31/1998	
			ACFX 94896	I	1993	01/01/1994	12/31/1998	
			ACFX 94897	I	1993	01/01/1994	12/31/1998	
			ACFX 94898	I	1993	01/01/1994	12/31/1998	
			ACFX 94899	I	1993	01/01/1994	12/31/1998	
			ACFX 94900	I	1993	01/01/1994	12/31/1998	
			ACFX 94901	I	1993	01/01/1994	12/31/1998	
			ACFX 94902	I	1993	01/01/1994	12/31/1998	
			ACFX 94903	I	1993	01/01/1994	12/31/1998	
			ACFX 94904	I	1993	01/01/1994	12/31/1998	
			ACFX 94905	I	1993	01/01/1994	12/31/1998	
			ACFX 94906	I	1993	01/01/1994	12/31/1998	
			ACFX 94907	I	1993	01/01/1994	12/31/1998	
			ACFX 94908	I	1993	01/01/1994	12/31/1998	
			ACFX 94909	I	1993	01/01/1994	12/31/1998	
			ACFX 94910	I	1993	01/01/1994	12/31/1998	
			ACFX 94911	I	1993	01/01/1994	12/31/1998	
			ACFX 94912	I	1993	01/01/1994	12/31/1998	
			ACFX 94913	I	1993	01/01/1994	12/31/1998	
			ACFX 94914	I	1993	01/01/1994	12/31/1998	
			ACFX 94915	I	1993	01/01/1994	12/31/1998	
			ACFX 94916	I	1993	01/01/1994	12/31/1998	
			ACFX 94917	I	1993	01/01/1994	12/31/1998	
			ACFX 94918	I	1993	01/01/1994	12/31/1998	
0362	MONSANTO COMPANY	5846						28
0362	MONSANTO COMPANY							28
0362	MONSANTO COMPANY							28
0438	PENFORD PRODUCTS CO.	5700	ACFX 45739	H	1992	06/01/1992	05/31/1997	
			ACFX 45740	H	1992	06/01/1992	05/31/1997	
			ACFX 45741	H	1992	06/01/1992	05/31/1997	
			ACFX 45742	H	1992	06/01/1992	05/31/1997	

LESSEE CODE	LESSEE	CONTRACT/RIDER	CAR IDENT	TYPE OF CAR	YEAR BUILT	EFFECTIVE DATE	LEASE EXPIRATION DATE	TOTAL CARS
0438	PENFORD PRODUCTS CO.	5700						4
0438	PENFORD PRODUCTS CO.	5780	ACFX 45749	H	1992	10/01/1992	09/30/1997	
			ACFX 45750	H	1992	10/01/1992	09/30/1997	
			ACFX 45751	H	1992	10/01/1992	09/30/1997	
			ACFX 45752	H	1992	10/01/1992	09/30/1997	
			ACFX 45753	H	1992	10/01/1992	09/30/1997	
			ACFX 45754	H	1992	10/01/1992	09/30/1997	
			ACFX 45755	H	1992	10/01/1992	09/30/1997	
0438	PENFORD PRODUCTS CO.	5780	ACFX 45761	H	1993	03/01/1993	02/28/1998	
0438	PENFORD PRODUCTS CO.	5822	ACFX 45762	H	1993	03/01/1993	02/28/1998	
			ACFX 45763	H	1993	03/01/1993	02/28/1998	
			ACFX 45764	H	1993	03/01/1993	02/28/1998	
			ACFX 45765	H	1993	03/01/1993	02/28/1998	
			ACFX 45766	H	1993	03/01/1993	02/28/1998	
			ACFX 45767	H	1993	03/01/1993	02/28/1998	
			ACFX 45768	H	1993	03/01/1993	02/28/1998	
			ACFX 45769	H	1993	03/01/1993	02/28/1998	
			ACFX 45770	H	1993	03/01/1993	02/28/1998	
			ACFX 45771	H	1993	03/01/1993	02/28/1998	
			ACFX 45772	H	1993	03/01/1993	02/28/1998	
			ACFX 45773	H	1993	03/01/1993	02/28/1998	
			ACFX 45774	H	1993	03/01/1993	02/28/1998	
			ACFX 45775	H	1993	03/01/1993	02/28/1998	
			ACFX 45776	H	1993	03/01/1993	02/28/1998	
			ACFX 45777	H	1993	03/01/1993	02/28/1998	
			ACFX 45778	H	1993	03/01/1993	02/28/1998	
			ACFX 45779	H	1993	03/01/1993	02/28/1998	
			ACFX 45780	H	1993	03/01/1993	02/28/1998	
			ACFX 45781	H	1993	03/01/1993	02/28/1998	
			ACFX 45782	H	1993	03/01/1993	02/28/1998	
			ACFX 45783	H	1993	03/01/1993	02/28/1998	
			ACFX 45784	H	1993	03/01/1993	02/28/1998	
			ACFX 45785	H	1993	03/01/1993	02/28/1998	
0438	PENFORD PRODUCTS CO.	5822						25
0438	PENFORD PRODUCTS CO.	5822						36
								36
0601	QUANTUM CHEMICAL CORPORATION	5138	ACFX 67907	H	1990	01/01/1990	12/31/1999	
			ACFX 67916	H	1990	01/01/1990	12/31/1999	
			ACFX 67918	H	1990	01/01/1990	12/31/1999	
			ACFX 67919	H	1990	01/01/1990	12/31/1999	
			ACFX 67943	H	1990	01/01/1990	12/31/1999	
			ACFX 67944	H	1990	01/01/1990	12/31/1999	
			ACFX 67945	H	1990	01/01/1990	12/31/1999	

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LESSEE CODE	LESSEE NAME	CONTRACT / RIDER	CAR IDENT	TYPE OF CAR	YEAR BUILT	LEASE EFFECTIVE DATE	LEASE EXPIRATION DATE	TOTAL CARS
0601	QUANTUM CHEMICAL CORPORATION	5138	ACFX 67946	H	1990	01/01/1990	12/31/1999	
			ACFX 67955	H	1990	01/01/1990	12/31/1999	
			ACFX 67956	H	1990	01/01/1990	12/31/1999	
			ACFX 67957	H	1990	01/01/1990	12/31/1999	
			ACFX 67958	H	1990	01/01/1990	12/31/1999	
			ACFX 67959	H	1990	01/01/1990	12/31/1999	
			ACFX 67960	H	1990	01/01/1990	12/31/1999	
			ACFX 67961	H	1990	01/01/1990	12/31/1999	
			ACFX 67962	H	1990	01/01/1990	12/31/1999	
			ACFX 67963	H	1990	01/01/1990	12/31/1999	
			ACFX 67964	H	1990	01/01/1990	12/31/1999	
			ACFX 67965	H	1990	01/01/1990	12/31/1999	
			ACFX 67966	H	1990	01/01/1990	12/31/1999	
			ACFX 67967	H	1990	01/01/1990	12/31/1999	
			ACFX 67968	H	1990	01/01/1990	12/31/1999	
			ACFX 67969	H	1990	01/01/1990	12/31/1999	
			ACFX 67970	H	1990	01/01/1990	12/31/1999	
			ACFX 67971	H	1990	01/01/1990	12/31/1999	
			ACFX 67972	H	1990	01/01/1990	12/31/1999	
			ACFX 67973	H	1990	01/01/1990	12/31/1999	
			ACFX 67974	H	1990	01/01/1990	12/31/1999	
			ACFX 67975	H	1990	01/01/1990	12/31/1999	
			ACFX 67976	H	1990	01/01/1990	12/31/1999	
			ACFX 67977	H	1990	01/01/1990	12/31/1999	
			ACFX 67978	H	1990	01/01/1990	12/31/1999	
			ACFX 67979	H	1990	01/01/1990	12/31/1999	
			ACFX 67980	H	1990	01/01/1990	12/31/1999	
			ACFX 67981	H	1990	01/01/1990	12/31/1999	
			ACFX 67982	H	1990	01/01/1990	12/31/1999	
			ACFX 67983	H	1990	01/01/1990	12/31/1999	
			ACFX 67984	H	1990	01/01/1990	12/31/1999	
			ACFX 67985	H	1990	01/01/1990	12/31/1999	
			ACFX 67986	H	1990	01/01/1990	12/31/1999	
			ACFX 67987	H	1990	01/01/1990	12/31/1999	
			ACFX 67988	H	1990	01/01/1990	12/31/1999	
			ACFX 67989	H	1990	01/01/1990	12/31/1999	
			ACFX 67990	H	1990	01/01/1990	12/31/1999	
			ACFX 67991	H	1990	01/01/1990	12/31/1999	
			ACFX 67992	H	1990	01/01/1990	12/31/1999	
			ACFX 67993	H	1990	01/01/1990	12/31/1999	
			ACFX 67994	H	1990	01/01/1990	12/31/1999	
			ACFX 67995	H	1990	01/01/1990	12/31/1999	
			ACFX 67996	H	1990	01/01/1990	12/31/1999	
			ACFX 67997	H	1990	01/01/1990	12/31/1999	
			ACFX 67998	H	1990	01/01/1990	12/31/1999	
			ACFX 67999	H	1990	01/01/1990	12/31/1999	
			ACFX 68000	H	1990	01/01/1990	12/31/1999	
			ACFX 68001	H	1990	01/01/1990	12/31/1999	
			ACFX 68002	H	1990	01/01/1990	12/31/1999	

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LESSOR CODE	LESSEE NAME	CONTRACT/ RIDER	CAR IDENT	TYPE OF CAR	YEAR BUILT	EFFECTIVE DATE	LEASE EXPIRATION DATE	TOTAL CARS
0601	QUANTUM CHEMICAL CORPORATION	5138	ACFX 68003	H	1990	01/01/1990	12/31/1999	
			ACFX 68004	H	1990	01/01/1990	12/31/1999	
			ACFX 68005	H	1990	01/01/1990	12/31/1999	
			ACFX 68006	H	1990	01/01/1990	12/31/1999	
			ACFX 68007	H	1990	01/01/1990	12/31/1999	
			ACFX 68008	H	1990	01/01/1990	12/31/1999	
			ACFX 68009	H	1990	01/01/1990	12/31/1999	
			ACFX 68010	H	1990	01/01/1990	12/31/1999	
			ACFX 68011	H	1990	01/01/1990	12/31/1999	
			ACFX 68012	H	1990	01/01/1990	12/31/1999	
			ACFX 68013	H	1990	01/01/1990	12/31/1999	
			ACFX 68014	H	1990	01/01/1990	12/31/1999	
			ACFX 68015	H	1990	01/01/1990	12/31/1999	
			ACFX 68016	H	1990	01/01/1990	12/31/1999	
			ACFX 68017	H	1990	01/01/1990	12/31/1999	
			ACFX 68018	H	1990	01/01/1990	12/31/1999	
			ACFX 68019	H	1990	01/01/1990	12/31/1999	
			ACFX 68020	H	1990	01/01/1990	12/31/1999	
			ACFX 68021	H	1990	01/01/1990	12/31/1999	
			ACFX 68022	H	1990	01/01/1990	12/31/1999	
			ACFX 68023	H	1990	01/01/1990	12/31/1999	
			ACFX 68024	H	1990	01/01/1990	12/31/1999	
			ACFX 68025	H	1990	01/01/1990	12/31/1999	
			ACFX 68026	H	1990	01/01/1990	12/31/1999	
			ACFX 68027	H	1990	01/01/1990	12/31/1999	
			ACFX 68028	H	1990	01/01/1990	12/31/1999	
			ACFX 68029	H	1990	01/01/1990	12/31/1999	
			ACFX 68030	H	1990	01/01/1990	12/31/1999	
			ACFX 68031	H	1990	01/01/1990	12/31/1999	
			ACFX 68032	H	1990	01/01/1990	12/31/1999	
			ACFX 68033	H	1990	01/01/1990	12/31/1999	
			ACFX 68034	H	1990	01/01/1990	12/31/1999	
			ACFX 68035	H	1990	01/01/1990	12/31/1999	
			ACFX 68036	H	1990	01/01/1990	12/31/1999	
			ACFX 68037	H	1990	01/01/1990	12/31/1999	
			ACFX 68038	H	1990	01/01/1990	12/31/1999	
			ACFX 68039	H	1990	01/01/1990	12/31/1999	
			ACFX 68041	H	1990	01/01/1990	12/31/1999	
			ACFX 68042	H	1990	01/01/1990	12/31/1999	
			ACFX 68043	H	1990	01/01/1990	12/31/1999	
			ACFX 68044	H	1990	01/01/1990	12/31/1999	
			ACFX 68045	H	1990	01/01/1990	12/31/1999	
			ACFX 68046	H	1990	01/01/1990	12/31/1999	
			ACFX 68047	H	1990	01/01/1990	12/31/1999	
			ACFX 68048	H	1990	01/01/1990	12/31/1999	
			ACFX 68049	H	1990	01/01/1990	12/31/1999	
			ACFX 68050	H	1990	01/01/1990	12/31/1999	
			ACFX 68051	H	1990	01/01/1990	12/31/1999	
			ACFX 68052	H	1990	01/01/1990	12/31/1999	

LESSEE CODE	LESSOR	CONTRACT / RENTER	CAR IDENT	TYPE OF CAR	YEAR BUILT	EFFECTIVE DATE	LEASE EXPIRATION DATE	TOTAL CARS
0601	QUANTUM CHEMICAL CORPORATION	5138	ACFX 68053	H	1990	01/01/1990	12/31/1999	
			ACFX 68054	H	1990	01/01/1990	12/31/1999	
			ACFX 68055	H	1990	01/01/1990	12/31/1999	
			ACFX 68056	H	1990	01/01/1990	12/31/1999	
			ACFX 68057	H	1990	01/01/1990	12/31/1999	
			ACFX 68058	H	1990	01/01/1990	12/31/1999	
			ACFX 68059	H	1990	01/01/1990	12/31/1999	
			ACFX 68060	H	1990	01/01/1990	12/31/1999	
			ACFX 68061	H	1990	01/01/1990	12/31/1999	
			ACFX 68062	H	1990	01/01/1990	12/31/1999	
			ACFX 68063	H	1990	01/01/1990	12/31/1999	
			ACFX 68064	H	1990	01/01/1990	12/31/1999	
			ACFX 68065	H	1990	01/01/1990	12/31/1999	
			ACFX 68066	H	1990	01/01/1990	12/31/1999	
			ACFX 68067	H	1990	01/01/1990	12/31/1999	
			ACFX 68068	H	1990	01/01/1990	12/31/1999	
			ACFX 68069	H	1990	01/01/1990	12/31/1999	
			ACFX 68070	H	1990	01/01/1990	12/31/1999	
			ACFX 68071	H	1990	01/01/1990	12/31/1999	
			ACFX 68072	H	1990	01/01/1990	12/31/1999	
			ACFX 68073	H	1990	01/01/1990	12/31/1999	
			ACFX 68074	H	1990	01/01/1990	12/31/1999	
			ACFX 68075	H	1990	01/01/1990	12/31/1999	
			ACFX 68076	H	1990	01/01/1990	12/31/1999	
			ACFX 68077	H	1990	01/01/1990	12/31/1999	
0601	QUANTUM CHEMICAL CORPORATION	5138						130
0601	QUANTUM CHEMICAL CORPORATION							130